

EXHIBIT B

JOINT LEAD PLAINTIFF DECLARATION

Khalid Nassera Abdulla Almesnad, Edward J. Paige, Nurol Menkul Kiymetler A.S., and Joyce R. Starr (collectively the “Almesnad Group”) declare as follows:

1. We submit this Declaration in further support of the Almesnad Group’s motion for consolidation, appointment as Lead Plaintiffs and for approval of selection of Co-Lead Counsel.
2. I, Khalid Nassera Abdulla Almesnad, purchased the securities of Xybernaut Corporation during the Class Period.
3. I, Edward J. Paige, purchased the securities of Xybernaut Corporation during the Class Period.
4. I, Ebru Erguner Dogan, Investment Manager for Nurol Menkul Kiymetler A.S., purchased the securities of Xybernaut Corporation during the Class Period.
5. I, Joyce R. Starr, purchased the securities of Xybernaut Corporation during the Class Period.
6. We have come together as a result of the significant losses each of us suffered on the securities of Xybernaut Corporation and have decided to work together in the best interests of the class if appointed as Lead Plaintiffs. Together, we have an interest of approximately \$963,507 in this matter, and as a result, we intend to vigorously prosecute this case.
7. As further evidence of our commitment to proceed as Lead Plaintiff in this action, we have conferred with one another and our counsel and we believe that prosecuting this case as Lead Plaintiff will benefit us and the Class as a whole, and will ensure that the maximum recovery for the Class is obtained.

8. We regularly monitor our attorneys and will continue to communicate with them throughout these actions. We intend to vie for the best possible recovery on behalf of the class of shareholders we now seek to represent. We will also ensure that work performed in this action is non-duplicative and in the best interests of the class.

9. We understand that we could have each chosen to pursue individual actions or make a motion for the appointment as lead plaintiff individually, but has specifically decided that pursuing the lead plaintiff designation on behalf of the Almesnad Group enhances the ability of the Group to effectively manage the litigation and, ultimately, achieve a better result for the class.

10. We believe our claims and damages resulting from our investments in Xybernaut Corporation are typical of the class since our claims have a common factual basis with the claims of other class members.

11. As Lead Plaintiffs, we agree to:

(a) exercise joint decision-making and work together in this case to fairly and adequately protect the interest of the class; and

(b) monitor the litigation and maintain necessary contact with our counsel.

12. We have selected and retained the law firm of Murray, Frank & Sailer LLP and Cohen, Milstein, Hausfeld & Toll, P.L.L.C. to act as Co-Lead Counsel in this Action based both on their experience in prosecuting securities fraud class actions and their demonstrated track record of achieving superior results for classes of investors.

13. We believe that as a group we have implemented procedures to provide for efficient prosecution of the claims of the class. We have agreed that our selected Lead Counsel shall:

- (a) determine and present (in briefs, oral arguments, or such other fashion as may be appropriate) to the Court and opposing parties the position of the plaintiffs on all matters that may arise during litigation of the action;
- (b) coordinate the initiation and conduct of discovery on behalf of plaintiffs;
- (c) conduct settlement negotiations on behalf of plaintiffs, but not enter binding agreements except to the extent expressly authorized by Lead Plaintiffs;
- (d) enter into stipulations with opposing counsel necessary for the conduct of the litigation;
- (e) retain expert consultants and witnesses;
- (f) prepare and distribute to the Lead Plaintiffs periodic status reports;
- (g) maintain adequate time and disbursement records covering services as Lead Counsel;
- (h) budget and keep records; and
- (i) perform such other duties as may be incidental to proper coordination of the litigation or authorized by further order of the Court.

We declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

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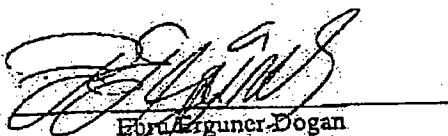
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June __, 2005

Khalid Nassera Abdulla Almesnad

June __, 2005

Edward J. Paige



Erol Erguner Dogan
Investment Manager
Nurol Menkul Kiymetler A.S.

June __, 2005

Joyce R. Starr

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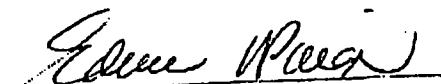
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June , 2005

Khalid Nassera Abdulla Almesnad

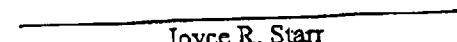
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Edward J. Paige

June , 2005

Ebru Erguner Dogan
Investment Manager
Nurol Menkul Kiymetler A.S.

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Joyce R. Starr

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Khalid Nassera Abdulla Almesnad

June , 2005

Edward J. Paige

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Nurel Menkul Kiymetler A.S.

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Joyce R. Starr

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JOYCE STARR

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Khalid Nassera Abdulla Almesnad

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June 27 2005

Joyce Starr
Joyce R. Starr